ALL-NEW MARVEL NOW!

AR

003

Years ago, high school student PETER PARKER was bitten by a radioactive spider and gained the speed, agility and proportional strength of a spider as well as the ability to stick to walls and a spider-sense that warned him of imminent danger. After learning that with great power there must also come great responsibility, he became the crime-fighting super hero...

the AMAZING SPIDER-MAN

After swapping his brain into Peter's body, one of Spider-Man's greatest enemies, DOCTOR OCTOPUS, set out to prove himself the SUPERIOR SPIDER-MAN. He also completed Peter's PhD, fell in love with a woman named Anna Maria Marconi, and started his own company, "Parker Industries." But in the end Doc Ock realized that in order to be a true hero, he had to sacrifice himself.

Now, Peter Parker is back! He has a new lease on life and absolutely no idea what went on while he was gone, including the fact that Electro's powers are out of control and the Black Cat now HATES Spider-Man.

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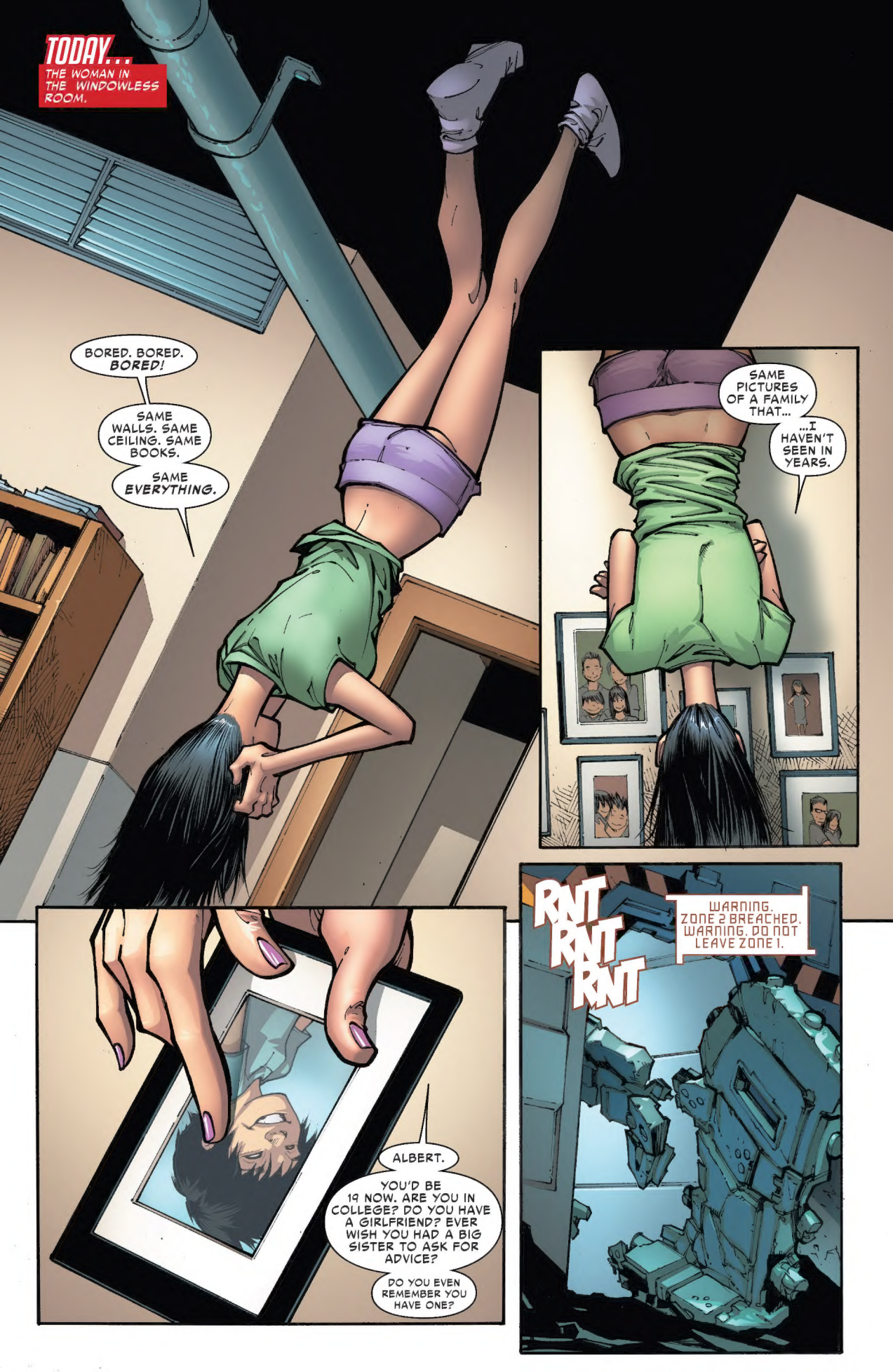
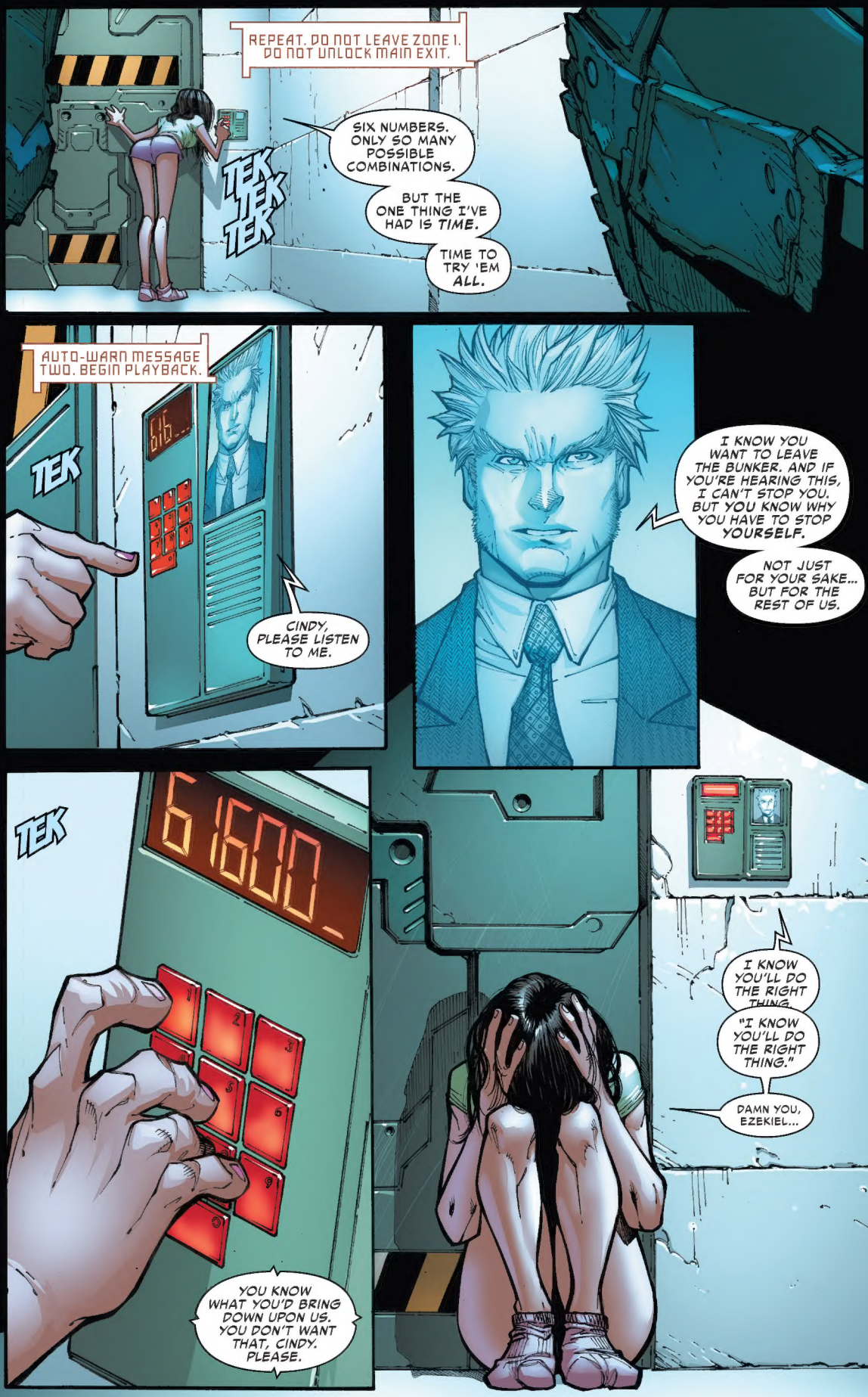

TODAY...
THE WOMAN IN THE WINDOWLESS ROOM.
BORED. BORED. BORED!
SAME WALLS. SAME CEILING. SAME BOOKS.
SAME EVERYTHING.
SAME PICTURES OF A FAMILY THAT...
...I HAVEN'T SEEN IN YEARS.
ALBERT.
YOU'D BE 19 NOW. ARE YOU IN COLLEGE? DO YOU HAVE A GIRLFRIEND? EVER WISH YOU HAD A BIG SISTER TO ASK FOR ADVICE?
DO YOU EVEN REMEMBER YOU HAVE ONE?
RNT RNT RNT
WARNING. ZONE 2 BREACHED. WARNING. DO NOT LEAVE ZONE 1.

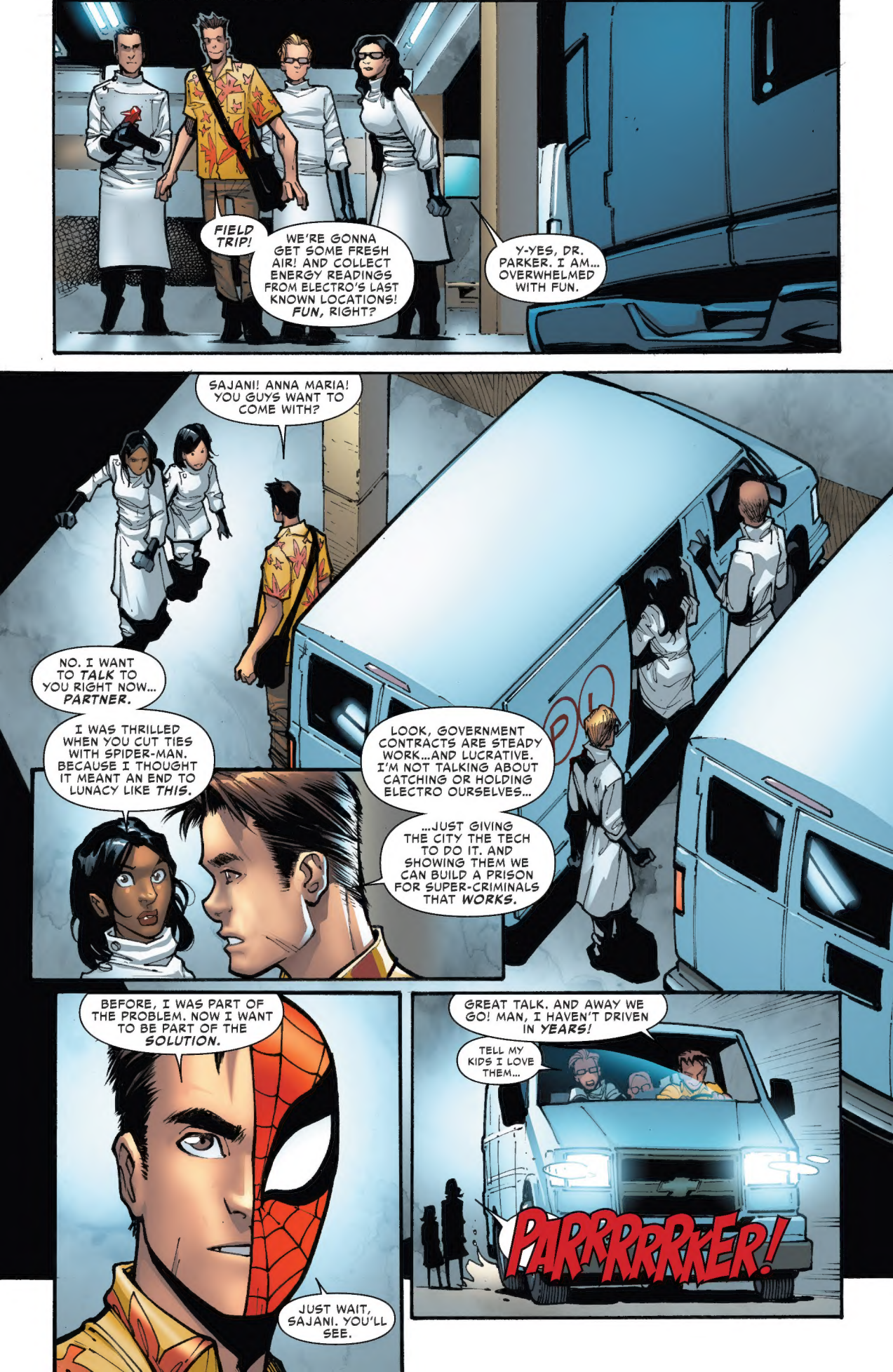

REPEAT. DO NOT LEAVE ZONE 1. DO NOT UNLOCK MAIN EXIT.
TEK TEK TEK
SIX NUMBERS. ONLY SO MANY POSSIBLE COMBINATIONS.
BUT THE ONE THING I'VE HAD IS TIME.
TIME TO TRY 'EM ALL.
AUTO-WARN MESSAGE TWO. BEGIN PLAYBACK.
TEK
CINDY, PLEASE LISTEN TO ME.
I KNOW YOU WANT TO LEAVE THE BUNKER. AND IF YOU'RE HEARING THIS, I CAN'T STOP YOU. BUT YOU KNOW WHY YOU HAVE TO STOP YOURSELF.
NOT JUST FOR YOUR SAKE... BUT FOR THE REST OF US.
TEK
61600
YOU KNOW WHAT YOU'D BRING DOWN UPON US. YOU DON'T WANT THAT, CINDY. PLEASE.
I KNOW YOU'LL DO THE RIGHT THING.
"I KNOW YOU'LL DO THE RIGHT THING."
DAMN YOU, EZEKIEL...

THE UPPER EAST SIDE.
TEK TEK TEK TEK TEK
LET'S SEE. SIX NUMBERS, 10 DIGITS, THAT'S A MILLION POSSIBLE COMBINATIONS...
TEK
SYSTEM DISARMED.
GOT IT ON THE FIRST TRY.
LUCKY GUESS.
FANCY. SOMEONE'S PUT A LOT OF WORK INTO THE PLACE. I DID THAT ONCE.
AND JUST WHEN I GOT EVERYTHING IN FELICIA HARDY'S PERFECT LITTLE PENTHOUSE JUST RIGHT...
...THAT'S WHEN THE SPIDER TOOK IT AWAY FROM ME. ALL OF IT.
BUT SO WHAT? WHEN YOU'RE THE BLACK CAT, EVERY PENTHOUSE...
...IS YOUR PENTHOUSE.
EDGAR! IT'S A BURGLAR!
W-WHAT DO YOU WANT?
WHAT'VE YOU GOT?

FUNNY. I SPENT YEARS STEALING MONEY TO *BUY* CHAMPAGNE AND CAVIAR...
...INSTEAD OF JUST *STEALING* THE CHAMPAGNE AND CAVIAR.
I REALLY DID HAVE TO LOSE IT ALL TO REALIZE THAT EVERYTHING'S ALREADY MINE. I JUST HAVE TO REACH OUT AND *TAKE* IT.
AND WHAT I WANT NEXT IS *YOU*, SPIDER.
THE HEART FROM YOUR CHEST. YOUR HEAD ON A PLATE. BUT FIRST...
...I WANT TO WATCH YOU SQUIRM.

ALPHABET CITY.
AN ABANDONED BUILDING, WHERE A NUMBER OF THE CITY'S HOMELESS ARE HOLED UP FOR THE NIGHT...
--NO...
ZZTT
...INCLUDING THE SUPER-POWERED FUGITIVE, ELECTRO.
PLEASE... LET ME GO...
ZZKTT
NEVER, YOU DOLT. YOU'RE MY PERSONAL LITTLE PUPPET, ELECTRO. MY PLAYTHING!
AND YOU KNOW ME, MAX. I JUST LOVE BREAKING ALL MY TOYS. HA HA HA!
NNOOO!
ZRAK!
AHH! DID I DO THAT?!
YOU DID THIS TO ME, SPIDER-MAN! I CAN'T EVEN SLEEP 'CAUSE A' YOU!
THIS IS ALL YOUR FAULT! THIS IS ALL ON YOU!

I'LL SAY THIS FOR PARKER, HE GOT US UP AND RUNNING AGAIN IN NO TIME.
SURE, SO HE COULD RIDE US HARDER AND WE WOULDN'T HAVE ANY EXCUSES.
PARKER INDUSTRIES
SO GET TO IT! HE WANTS US TO FIGURE OUT WAYS TO FIND, CAPTURE, AND CURE ELECTRO! WORK FASTER, 'CAUSE I DO NOT WANT TO GET ON HIS BAD SIDE!
AH! DON'T SAY THAT! SERIOUSLY! HE IS LIKE THE SCARIEST BOSS I'VE EVER--
HEY, GUYS! WHO'S UP FOR CASUAL FRIDAYS?
WHAT? NO ONE GOT MY MEMO? HAWAIIAN SHIRTS! AND POI IN THE BREAK ROOM! ON MOI!
HEAR THAT, WORLD? FROM THIS DAY FORWARD, YOURS TRULY, PETER PARKER, C.E.O. OF PARKER INDUSTRIES...
...IS MR. FUN BOSS! THE GUY YOU WANT TO WORK FOR.
AND BELOVED BY ALL HIS EMPLOYEES.
IS HE BIPOLAR?
SIR, WE'VE FINISHED THE TRACKING DEVICE. IT'S OPERATIONAL AND ATTUNED TO ELECTRO'S ENERGY SIGNATURE. AHEAD OF SCHEDULE.
OH! GREAT WORK. WOW.
HEY, Y'KNOW WHAT THIS MEANS?

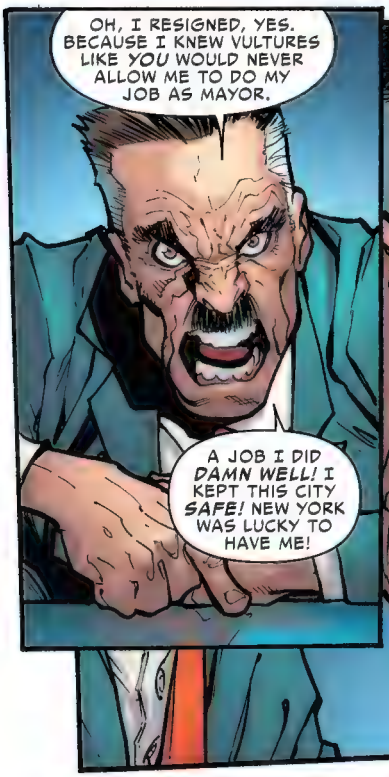

FIELD TRIP!
WE'RE GONNA GET SOME FRESH AIR! AND COLLECT ENERGY READINGS FROM ELECTRO'S LAST KNOWN LOCATIONS! FUN, RIGHT?
Y-YES, DR. PARKER. I AM... OVERWHELMED WITH FUN.
SAJANI! ANNA MARIA! YOU GUYS WANT TO COME WITH?
NO. I WANT TO TALK TO YOU RIGHT NOW... PARTNER.
I WAS THRILLED WHEN YOU CUT TIES WITH SPIDER-MAN. BECAUSE I THOUGHT IT MEANT AN END TO LUNACY LIKE THIS.
LOOK, GOVERNMENT CONTRACTS ARE STEADY WORK...AND LUCRATIVE. I'M NOT TALKING ABOUT CATCHING OR HOLDING ELECTRO OURSELVES...
...JUST GIVING THE CITY THE TECH TO DO IT. AND SHOWING THEM WE CAN BUILD A PRISON FOR SUPER-CRIMINALS THAT WORKS.
BEFORE, I WAS PART OF THE PROBLEM. NOW I WANT TO BE PART OF THE SOLUTION.
JUST WAIT, SAJANI. YOU'LL SEE.
GREAT TALK. AND AWAY WE GO! MAN, I HAVEN'T DRIVEN IN YEARS!
TELL MY KIDS I LOVE THEM...
PARRRRRRKER!

I DO NOT GET HIM. WE SPEND ALL OUR TIME DEVELOPING NANO-TECH, AND HE WANTS TO FLUSH IT ON A WHIM?
HE'S...EASILY DISTRACTED. BUT I COULD FINISH THE NANITE PROJECT, SAJANI.
PETE AND I HAVE GONE OVER IT A LOT. I PROBABLY KNOW IT AS WELL AS HIM NOW.
I KNOW I DO, 'CAUSE THE "PETE" WHO TOLD ME ABOUT IT WAS REALLY OTTO OCTAVIUS.
IT'S STILL SO WEIRD... THAT THE MAN I FELL IN LOVE WITH WAS A MIND-SWAPPED DOCTOR OCTOPUS. BUT HIS WORK WAS BRILLIANT, AND IT DESERVES TO LIVE ON.
OKAY, I'LL BACK YOU. BUT ONLY IF YOU KEEP IT ON THE DOWN LOW. I CAN'T HAVE PETER KILL THIS AGAIN--
LET ME WORRY ABOUT PETER. I'LL HIT THE LAB AND HAVE IT WORKED OUT IN NO TIME.
BIG TALK, MARCONI. THIS IS COMPLEX WORK. AND I'M GONNA NEED HELP WITH IT.
BUT PETER--I MEAN OTTO--DIDN'T TRUST ANYONE ELSE ENOUGH TO SHARE HIS SECRETS WITH--
ANNA MARIA-- WHIRR CLICK-IK...
DO YOU REQUIRE ASSISTANCE? -CLICK-IK.
OR A TASTY BEVERAGE?
WELL, THAT'S CONVENIENT.

ALPHABET CITY.
BUILDING'S CONDEMNED--TOOK STRUCTURAL DAMAGE IN THE GOBLIN WAR.
BUT WE GOT REPORTS OF HOMELESS INSIDE. NO WAY TO KNOW HOW MANY.
OKAY, LET'S MOVE! WHERE'S OLIVARES?
OLLIE? HE WAS THE FIRST INSIDE...
I NEED PARAMEDICS OVER HERE!
SIXTY-YEAR-OLD MALE. SMOKE INHALATION.
LOAD HIM UP!
GET A LOAD OF OLLIE! TRYIN'A MAKE UP IN ONE DAY FOR MISSING THE GOBLIN WAR...
...TO CANOODLE WITH HIS SUPERMODEL GIRLFRIEND!
KNOCK IT OFF, PHIL. HE THINKS YOU'RE SERIOUS.
AW, HE KNOWS I'M JUST BUSTING HIS CHOPS. RIGHT, OLLIE?
OLLIE?
CONFIRMED! ELECTRO HAD A POWER SURGE HERE, DR. PARKER.
Y'THINK?

WOULDN'T HAVE BROUGHT YOU IF I KNEW IT WAS AN ACTIVE SCENE, BUT NOW WE'RE HERE, GET YOUR READINGS...
...FROM A SAFE DISTANCE. I'M GONNA...UH... GO.
GO, SIR? WHERE?
...TO GET SNACKS. IT'S A FIELD TRIP. OH, AND DRINKS. IMPORTANT TO STAY HYDRATED.
HE'S CRAZY.
DO NOT COME ANY CLOSER TO THE FIRE! THAT'S AN ORDER. A FRIENDLY, SUGGESTIVE ORDER.
WELL, SO MUCH FOR MR. "FUN BOSS."
NOW IT'S TIME TO REALLY GET TO WORK!
THIS IS PHOEBE GOLD FOR THE FACT CHANNEL, ON LOCATION AT THE SCENE OF A FOUR-ALARM FIRE THAT THREATENS TO--
WAIT! CHARLIE, GET THAT! SPIDER-MAN HAS JUST ARRIVED! BEGGING THE QUESTION...
HD
...IS THIS AN ORDINARY FIRE, OR IS SOMETHING MORE SINISTER AT WORK?
AS OUR VIEWERS WELL KNOW, WHEREVER SPIDER-MAN GOES, TROUBLE FOLLOWS.
HONEY, I LIKE THE WAY YOU THINK.

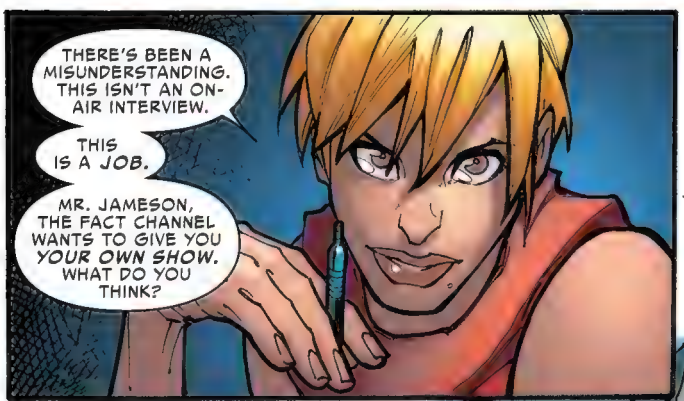
MR. JAMESON, DID MY PRODUCER TELL YOU WHY I ASKED YOU HERE?
SHE DIDN'T HAVE TO. I'M NO FOOL, MS. LONG. I'VE PRACTICED *REAL* JOURNALISM.
NOT THE SHAMELESS GRAB FOR RATINGS YOUR "*FACT CHANNEL*" PERPETRATES ON THE PARANOID SHUT-INS YOU CATER TO.
THE FACT CHANNEL STUDIOS.


OH, I RESIGNED, YES. BECAUSE I KNEW VULTURES LIKE *YOU* WOULD NEVER ALLOW ME TO DO MY JOB AS MAYOR.
A JOB I DID *DAMN WELL!* I KEPT THIS CITY *SAFE!* NEW YORK WAS LUCKY TO HAVE ME!

I FACED CRISES THAT WOULD'VE HAD YOU PINHEADS CURLED UP IN THE FETAL POSITION, SOBBING FOR MOMMY!
SO IF YOU THOUGHT YOU COULD TRICK ME INTO SOME MEALY-MOUTHED, TEARY-EYED APOLOGY, YOU CAN *STUFF IT!*

I REGRET NOTHING. I APOLOGIZE FOR *NOTHING!*

AND IT WAS *ALL SPIDER-MAN'S FAULT!*


THERE'S BEEN A MISUNDERSTANDING. THIS ISN'T AN ON-AIR INTERVIEW.
THIS IS A *JOB.*
MR. JAMESON, THE FACT CHANNEL WANTS TO GIVE YOU *YOUR OWN SHOW.* WHAT DO YOU THINK?

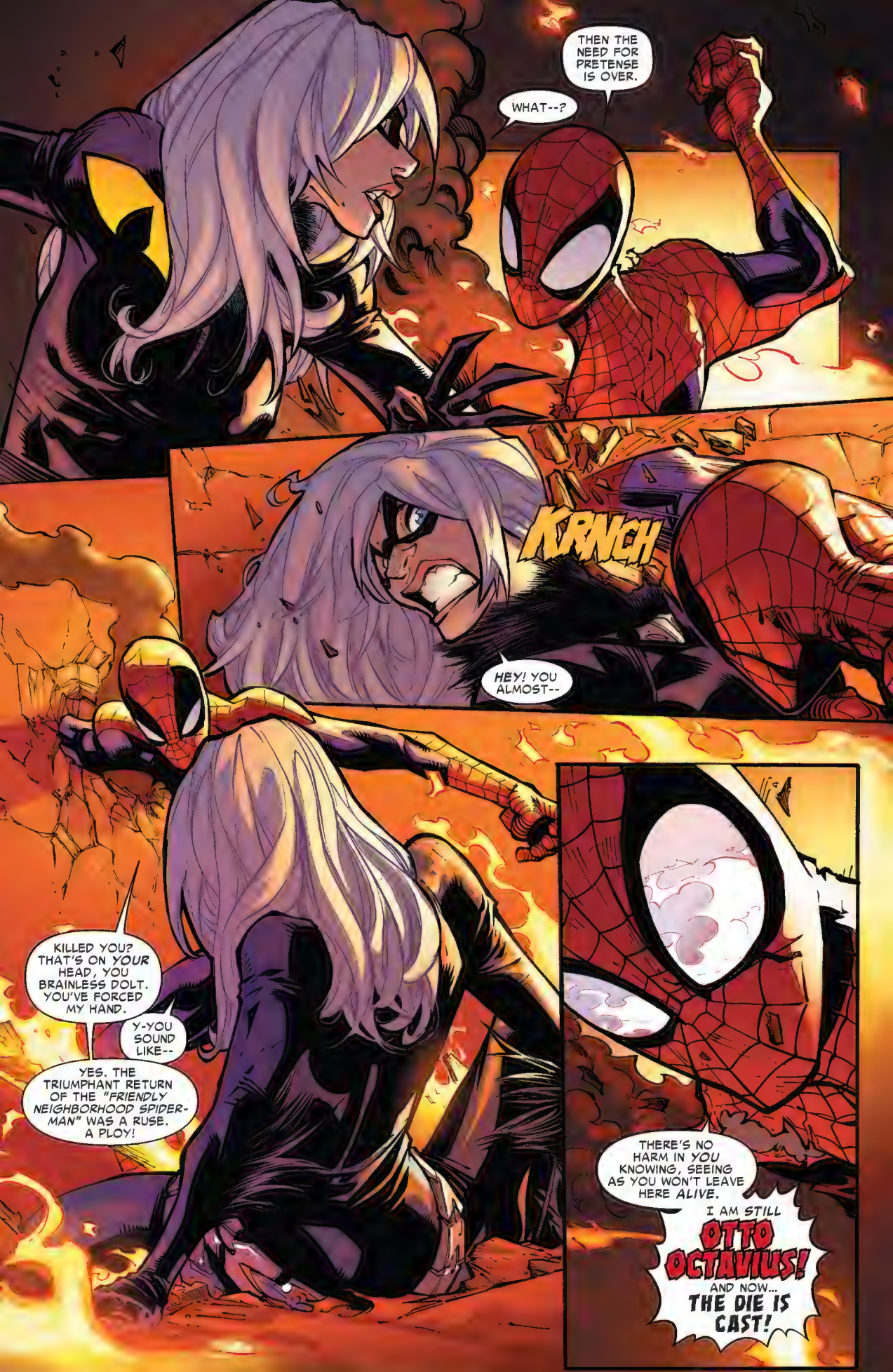
MY DEAR, I THINK THE MEDIUM OF TELEVISION HAS *FINALLY JUSTIFIED ITS EXISTENCE.*

ALPHABET CITY.
GOTTA STAY ALERT. IF ELECTRO STARTED THIS, HE COULD STILL BE--
HELP! MOMMY!
I'M ON MY WAY, KID! KEEP YELLING!
I'M ALREADY ON IT! GET BACK! I'VE GOT--SPIDER-MAN?!
HEY, I KNOW YOU!
YOU DO?
WHOOPS...THAT'S MARY JANE'S NEW BOYFRIEND, BUT I'VE ONLY SEEN HIM AS PETER.
UH, SURE...NEW YORK'S BRAVEST, RIGHT? WELL, YOU'RE EARNING THE NAME TODAY.
IF I KEEP THE ROOF UP, CAN YOU GET TO THE KID?
YEAH, I CAN HANDLE THE REST OF THIS DEBRIS. THANKS. AND CALL ME OLLIE.
KOFF! KOFF!
GOT HER! BUT HER BREATHING'S RAGGED...I DON'T KNOW IF SHE CAN MAKE IT DOWN ALL THOSE STAIRS!
SHE WON'T HAVE TO.
MAN. A LITTLE KID, SLEEPING IN A CONDEMNED BUILDING...
I KNOW. ALL TOO OFTEN, FAMILIES ARE AFRAID TO TAKE THEIR KIDS TO SHELTERS.
I HAVE AN IN WITH DANNY RAND...LEMME SEE WHAT I CAN DO FOR HER.

YOU ALREADY DID A LOT, WEB-HEAD.
WE DID. WE MAKE A PRETTY DECENT TEAM.
I SWEPT THE BUILDING... NO ONE ELSE INSIDE. YOU AND YOUR PALS NEED TO GET OUT, TOO.
YEAH, OKAY.
SEE YOU OUTSIDE, SPIDER-MAN.
WAIT! DON'T STEP--
GRRNN
KROOM
OLLIE!
UH-OH.
UNNH...
HANG ON! I'LL BE RIGHT--
STEP ON A CRACK, BREAK YOUR MOTHER'S BACK...OR YOUR OWN.

LOOKS LIKE YOUR PAL RAN INTO SOME BAD LUCK.
FELICIA?! THIS IS NO TIME FOR JOKES. C'MON, HELP ME GET HIM OUT OF THERE.
WAY MY SPIDER-SENSE IS BLARING, THE FIRE'S GETTING WORSE. BUILDING COULD GO AT ANY SECOND.
YOU WANT MY HELP, SPIDER? THAT TOUCHES MY HEART.
NOW LET ME TOUCH YOURS!
AGH!
CAT?! WHAT'S GOTTEN INTO YOU?!
SHRTCH

YOU HAVE THE NERVE TO ASK ME FOR HELP? AFTER WHAT YOU DID TO ME?
AFTER WHAT I--? OH, BOY.
FELICIA, THAT WASN'T ME!
DOC OCK SWAPPED HIS MIND INTO MY BODY! WHATEVER PROBLEM YOU HAVE, IT'S WITH HIM, NOT--
I DON'T CARE!
GGAA!
SHRRIPP
THE SPIDER TOOK ME DOWN. MADE ME LOOK LIKE A FOOL.
NO ONE WILL EVER RESPECT ME AGAIN...UNLESS I MAKE AN EXAMPLE OF YOU.
UNLESS I MAKE YOU PAY!


THEN THE NEED FOR PRETENSE IS OVER.
WHAT--?
KRNCH
HEY! YOU ALMOST--
KILLED YOU? THAT'S ON YOUR HEAD, YOU BRAINLESS DOLT. YOU'VE FORCED MY HAND.
Y-YOU SOUND LIKE--
YES. THE TRIUMPHANT RETURN OF THE "FRIENDLY NEIGHBORHOOD SPIDER-MAN" WAS A RUSE. A PLOY!
THERE'S NO HARM IN YOU KNOWING, SEEING AS YOU WON'T LEAVE HERE ALIVE.
I AM STILL OTTO OCTAVIUS!
AND NOW... THE DIE IS CAST!

YOU-YOU'RE SERIOUS...
I DON'T WASTE MY TIME JOKING. OR SUFFERING FOOLS!
COME, YOU LITTLE MINX! I WOULD PUT AN END TO YOU!
YOU SOUND JUST LIKE YOU DID... THAT NIGHT WHEN YOU...
FWOOSH
OKAY. I'VE PUSHED MY LUCK ENOUGH TONIGHT.
I'LL BE BACK, SPIDER--OCK--WHOEVER YOU ARE. ONCE I'VE EVENED UP THE ODDS.
CAN'T BELIEVE SHE FELL FOR IT.
DID I REALLY TALK LIKE THAT FOR MONTHS AND NO ONE NOTICED?
NO TIME TO WORRY ABOUT HER NOW. GOT TO GET TO--
OLLIE! STILL WITH ME, PAL?
Y-YEAH... BUT IT'S GETTIN' UNCOMFORTABLE.
LET ME HELP YOU WITH-- AGH!
YOUR HANDS--!
I-I'LL BE FINE. NOW LET'S MOVE... JUDGING FROM YOUR RADIO, THERE'S A LOT OF FOLKS WORRIED ABOUT YOU.

OLLIE! IS HE--?
A LITTLE MESQUITE FLAVORED, BUT HE'LL BE FINE.
THANK GOD. WE GOT HIS GAL HERE. SHE'S BEEN WORRIED SICK ABOUT--
OLLIE!
THEY SAID ON THE NEWS YOU WERE TRAPPED--
I'M FINE, MJ. IT WAS HAIRY FOR A WHILE, BUT I GOT SOME HELP FROM--
IT DOESN'T MATTER. COME HERE.
HEY, WHERE'D HE GO?
POOR MJ. SHE LOOKED TERRIFIED. AND THE WHOLE TIME WE WERE TOGETHER, SHE WENT THROUGH THAT NIGHTLY.
SHE WAS RIGHT. THE BEST THING I CAN DO FOR HER IS GIVE HER SPACE...A CHANCE AT A NORMAL, SPIDER-FREE LIFE. SHE DESERVES THAT MUCH.
BETTER GET BACK TO MY STAFF, BEFORE THEY NOTICE HOW LONG I'VE GONE MISSING...
PARAMED

HEY! HAS ANYONE SEEN...?
MY WALLET? WHERE'S MY WALLET?
FORGET THAT, I LOST THE ELECTRO SCANNER! OH, MAN, THE BOSS IS GONNA HIT THE ROOF!
I SWEAR, I JUST PUT IT DOWN FOR A SECOND...
ELECTRO SCANNER, HUH? AND HERE I JUST THOUGHT IT WAS EXPENSIVE TECH.
SORRY, LOSERS, BUT I NEED THIS MORE THAN YOU.
DON'T KNOW WHICH ONE OF THE SPIDER'S STORIES IS TRUE.
IF HE WAS THE OCTOPUS THEN. IF HE STILL IS NOW. OR IF--
TO HELL WITH IT. WHO CARES?!
I HAD A PERFECT LIFE. IT'S GONE. AND EVERYONE KNOWS THE SPIDER TOOK IT FROM ME.
THE ONLY WAY I GET IT BACK--AND MAKE SURE I KEEP IT THIS TIME--IS TO MAKE HIM PAY. IN A WAY THAT MAKES SURE NO ONE EVER CROSSES ME AGAIN.

TO DO THAT, I'M GONNA NEED HELP, AND NOW I KNOW JUST WHERE TO FIND IT!
NO MONEY... NOWHERE TO SLEEP...CAN'T EVEN GET FOOD.
SPARKING LIKE THIS, I CAN'T GO ANYWHERE...I STICK MY HEAD UP, THE COPS'LL SHOOT IT OFF. WHAT AM I GONNA DO?
I NEED HELP...
WELL, THEN, IT'S YOUR LUCKY DAY.
BLACK CAT? WHAT DO YOU WANT?
THE SAME THING YOU DO. RESPECT. REVENGE. AND SO MUCH MORE. AND TOGETHER, WE CAN GET IT.
BY GETTING RID OF SPIDER-MAN!
TO BE CONTINUED!